

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

JOANN INC., *et.al.*,¹

Debtors.

Chapter 11

Case No. 25-10068 (CTG)

(Jointly Administered)

Re: D.I. 520, 760, 857, 930, 1004, 1179, 1182

**WITNESS AND EXHIBIT LIST OF BURLINGTON STORES, INC. RELATING TO
MATTERS SCHEDULED FOR HEARING ON JUNE 23, 2025 AT 2:00 P.M. (ET)**

Burlington Stores, Inc.² (“Burlington”), by and through its undersigned counsel, hereby submits this Witness and Exhibit List for the hearing to be held on June 23, 2025, at 2:00 p.m. (ET) (the “Hearing”) with respect to the following matters and any related matters going forward at the Hearing:

1. *Amended First Notice of Assumption and Assignment of Certain Executory Contract and/or Unexpired Leases* [Docket No. 930];
2. *Objection of Overlook Village Asheville, LLC to First Notice of Assumption and Assignment of Certain Executory Contracts and/or Unexpired Leases* [Docket No. 857];
3. *Limited Objection of Landlord, Suburban Plaza, LLC, to Debtors’ First Notice of Assumption and Assignment of Certain Executory Contracts and/or Unexpired Leases* [Docket No. 1004]; and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors’ mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

² Burlington Stores, Inc. is the parent of the designated Buyer, Burlington Coat Factory Warehouse Corporation, for the Leases (as defined herein) listed in Schedule 2 attached to the *Amended First Notice of Assumption and Assignment of Certain Executory Contracts and/or Unexpired Leases* [Docket No. 930] (the “Notice”).

4. *Burlington Stores, Inc.'s Omnibus Reply to Objections to Burlington's Assignment and Assumption of Decatur, GA and Asheville, NC Leases* [Docket No. 1179].

WITNESS LIST

Burlington reserves the right to call the following witnesses:

1. Jeffrey Morrow, Senior Vice President of Real Estate at Burlington;
 - a. Mr. Morrow's testimony will relate to Burlington's adequate assurance of performance consistent with the Ross exclusive and restrictive provision under the applicable leases.
2. Any witness listed or called by any other party; and
3. Rebuttal witnesses as necessary.

Burlington reserves the right to cross-examine any witness called by any other party.

EXHIBITS

Burlington designates the following exhibits that may be used at the Hearing:

Exhibit	Description	Docket No./ Bates No.
1.	<i>Declaration of Jeffrey Morrow in Support of Assumption and Assignment of the Asheville, NC Lease to Burlington</i>	D.I. 1182
2.	Illustrative Floor Plan for Asheville, NC	D.I. 1182-1
3.	Lease Agreement Between Edens & Avant Financing II Limited Partnership and Jo-Ann Stores, Inc., dated August 26, 2011 [Asheville, NC]	D.I. 858-1
4.	Suburban Plaza LLC Lease Agreement between Suburban Plaza LLC and Jo-Ann Stores, LLC, dated December 8, 2014 [North Decatur, GA]	D.I. 1004-1
5.	Burlington Stores, Inc. Form 10-Q for Quarterly Period ended May 3, 2025	N/A
6.	Burlington Stores, Inc. Form 10-K for Fiscal Year ended February 1, 2025	N/A

RESERVATION OF RIGHTS

Burlington reserves (a) the right to amend and/or supplement this Witness and Exhibit List at any time prior to the Hearing and add witnesses and/or exhibits, as applicable, and (b) the right

to use additional exhibits for purposes of rebuttal or impeachment and to further supplement the foregoing Witness and Exhibit List as appropriate. Burlington also reserves the right to rely upon and use as evidence (a) exhibits included on the exhibit list of any other parties in interest, and (b) any pleading, hearing transcript, or other document filed with the Court in the above-captioned matter.

Dated: June 20, 2025

/s/ Marcy J. McLaughlin Smith

WOMBLE BOND DICKINSON (US) LLP

Matthew P. Ward (DE Bar No. 4471)
Marcy J. McLaughlin Smith (DE Bar No. 6184)
1313 North Market Street, Suite 1200
Wilmington, DE 19801
Telephone: (302) 252-4320
Facsimile: (302) 252-4330
Email: matthew.ward@wbd-us.com
marcy.smith@wbd-us.com

-and-

JACKSON WALKER LLP

Kristhy M. Peguero (TX Bar No. 24102776)
1401 McKinney Street, Suite 1900
Houston, TX 77010
Telephone: (713) 752-4200
Email: kpeguero@jw.com

Jennifer F. Wertz (TX Bar No. 24072822)
100 Congress Ave., Suite 1100
Austin, TX 78701
Telephone: (512) 236-2247
Email: jwertz@jw.com

William Farmer (TX Bar No. 24127156)
2323 Ross Avenue, Suite 600
Dallas, TX 75201
Telephone: (214) 953-5859
Email: wfarmer@jw.com

Co-Counsel for Burlington Stores, Inc.